

Ratified Thursday, April 24, 1997, Amended May 25, 2017

**THE CONSTITUTION**

**AND**

**OPERATING BYLAWS**

**OF THE**

**GALLATIN 4-H FOUNDATION, INC.**

A Montana Non-Profit Corporation

**ARTICLE I - NAME AND SEAL**

1. As set forth in the articles of this corporation, the name of this corporation shall be the Gallatin 4-H Foundation, Inc. (hereinafter called the "Foundation").

**ARTICLE II - MISSION STATEMENT**

1. The mission of the Gallatin 4-H Foundation is to aid and promote, by financial assistance and support, all types of 4-H programs and other Extension youth programs.

**ARTICLE III - OBJECTIVES**

1. To establish organized capital campaigns for the purpose of financially supporting the Gallatin County 4-H Program.
2. To solicit the participation of 4-H members, leaders, and clubs in all appropriate fund raising activities.
3. To build an endowment fund; the interest of which will support Gallatin County 4-H for generations.
4. To prudently manage all finances with the intention of gaining premium returns while relentlessly protecting the assets of the Foundation.
5. To give careful consideration to all grant proposals and select those that best benefit the Gallatin County 4-H program.
6. To support worthy efforts in all areas of Gallatin County 4-H including the Gallatin 4-H Unlimited Leaders Council, project committees, and clubs, as well as individual members and leaders.
7. To always consider the opinions of 4-H members in all matters that affect youth.
8. To promote 4-H and the 4-H philosophy as inclusive, educational, and beneficial to all segments of our communities.

## ARTICLE IV - MEMBERSHIP

1. The membership of this organization shall be composed of the following:
  - (a) Gallatin County 4-H Leaders and Members.
  - (b) Any person providing contributions to the Foundation.
  - (c) Any contributing organization, corporation, or organized group may have one member admitted as a member of this Foundation.
  - (d) Any person selected or appointed to the Board of Directors.
2. Each contributing member of the Foundation shall be entitled to one vote at the Annual and/or special meetings. All voting shall be by written ballot. Each member is entitled to vote either in person or by proxy appointed in writing at the Annual or any special meeting of the members.
3. No member shall have any right or interest in any of the property of the Foundation. Every present and future member of the Foundation, by their acceptance of such membership, renounces and shall be construed to renounce for their, their heirs, legal representatives, and assigns, all rights under any present or future law to participate to any extent whatsoever in the funds and assets of the Foundation upon any distribution, liquidation, winding up, or dissolution.

## ARTICLE V - MEETINGS

1. An annual meeting of the members shall be held each year in January at regularly scheduled meeting of the Gallatin 4-H Foundation at a place that shall be determined by the Board of Directors. The meeting shall be conducted by parliamentary procedures.
2. Notice of meeting - Written notice stating the place, day, and hour of the annual meeting, or of any meeting of the members shall be delivered personally, stated in the 4-H Newsletter, published in the newspaper, mailed or emailed to each member entitled to vote at such meeting, not less than fourteen (14) nor more than twenty-one (21) days before the date of such meeting, by or at the direction of the President calling the meeting. In case of a special meeting, or one required by statute or by these by-laws, purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed delivered when deposited in the United States Mail, addressed to the member at their address as it appears on the records of the corporation, with postage thereon prepaid.
3. Special meetings may be requested and held upon written notice to the membership by call of any four (4) directors, and/or any groups of members totaling fifteen (15) including an officer qualified by the constitution to preside at a meeting.

## Article V - Meetings Continued

4. Attendance of Fifteen (15) members in good standing including a qualified presiding officer, are necessary to constitute a quorum for the transaction of any business at any Annual or special meeting.
5. Matters shall not be brought up for a vote before the general membership by any individual without previous consultation with the Board of Directors. However, urgent matters may be discussed with two-thirds of the membership present desiring to vote on the subject.
6. Board meetings - The Board of Directors shall meet bi-monthly beginning in January and proceeding through March, May, August, October, and December. The time and place shall be fixed by the President.
7. 40% of filled Board members positions shall constitute a quorum at any regular meeting of the Board of Directors.

## ARTICLE VI - ELECTION OF DIRECTORS

1. The Board of Directors shall be elected by the Foundation membership at the Annual meeting and composed of as follows:
  - a. Eight (8) 4-H Leaders, One, (1) of which is a representative from the Gallatin 4-H Unlimited Leaders Council Executive Board.
  - b. Two (2) 4-H members (14 and older) will be elected at the annual meeting.
  - c. One (1) County Extension Agent, or appointed representative, (Ex Officio) without a vote.
  - d. Four (4) individuals interested in the 4-H program and the Foundation, not 4-H members or leaders.

Totaling fourteen (14) voting members and one (1) non-voting member on the Board of Directors.

## Article VI - Election of Directors Continued

2. Term Lengths: Directors will hold 3 year terms. There shall be staggered terms for Directors so that one-third of the directorships shall be up for election each year. Directors may hold two consecutive terms and then must vacate their position for at least one year before serving on the Board of Directors.
3. The two (2) 4-H members, 14 and older, shall hold office for a one year term.
4. The election shall be conducted by ballot, unless otherwise specified, at the meeting, by those present and qualified to vote. A plurality of those voting shall be necessary to elect.

## **ARTICLE VII - DUTIES AND POWERS OF DIRECTORS**

1. The property, business, and affairs of this corporation shall be managed by its Board of Directors, fourteen (14) in number. Each elected Director shall serve until his successor can be elected and shall qualify. The terms of such elected Directors shall begin at the conclusion of the Annual meeting at which they are elected and end upon the conclusion of the Annual meeting in the year in which their term expires. The number of Directors, pursuant to the provisions contained in the Articles of Incorporation, may be increased, or decreased to not less than three (3), by an amendment to these By-laws, but no decrease shall have the effect of shortening the term of any incumbent Directors. The Board of Directors shall have the right and duty to execute all general powers given to the corporation by the laws of Montana including:
  - a. The absolute discretion to accept or refuse any gift offered to the Foundation.
  - b. The investment and management of the funds and others assets of the Foundation.
  - c. The distribution of income and principal of the Foundation.
2. The directors are to be vested with the broadest discretion permissible under the law and the Articles of Incorporation of the Foundation in connection with the investment, reinvestment, and distribution of the funds and other assets of the Foundation. No Director shall be responsible for any error in judgment or for anything that they may do or refrain from doing in good faith in the investment, reinvestment, management, and distribution of the funds and assets of the Foundation.
3. The Board of Directors shall cause an Annual Report reflecting the Foundation's income and disbursements during each year and its financial condition at the end of each year to be prepared and sent to members at the time the notice of the Annual Meeting is sent to them.

Article VII - Duties and Powers of Directors continued

4. The Foundation shall carry appropriate Director and Officer liability insurance.
5. The Directors shall receive no compensation for their duties as directors, but may be reimbursed for expenses actually incurred and within reason.
6. It shall be the duty of the Directors to cause to be kept a record of all their minutes and acts, held by each.
7. The Board of Directors shall advise all officers, agents, and employees and see that their duties are properly performed.
8. The Board of Directors shall appoint the Gallatin County Representative to the Montana 4-H Foundation membership.
9. In the circumstance that a Director can not be present at a meeting of the directors, they may appoint in writing another Director as their proxy who may vote for them in their absence.
10. In addition to the powers and authorities of these by-laws expressly conferred upon them, the Board may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute of these by-laws or by the Articles of Incorporation, directed or required to be exercised or done by other persons.

## ARTICLE VIII - OFFICERS

1. The officers of the corporation shall be a President, President-Elect, Secretary, and Treasurer. The Board of Directors shall elect their officers at an organizational meeting immediately following the closing of the Annual Meeting of the membership. Neither the two (2) 4-H members, 14 and older, of the Board of Directors nor the Ex Officio Board member shall hold an office.
2. The Board of Directors may appoint such officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.
2. The officers of the corporation shall hold office until their successors are chosen and qualify in their stead.
3. Term of officers are as follows:
  - a. The term of President shall be one year.
  - b. The term of President-Elect shall be one year, prior to the term of President.
  - c. The term of Secretary shall be two years, elected in even years.
  - d. The term of Treasurer shall be two years, elected in odd years.
4. The duties of the officers are as follows:
  - a. President - The President shall be the chief executive officer of the association. The president shall conduct all affairs in accordance with the constitution and by-laws. The president should, within one (1) month of taking office, hold a meeting of the Board of Directors, examine the books, records, and property of the Foundation, and instruct officers and Board members of their duties as prescribed in the constitution and by-laws. The President shall have the power to appoint committees and committee chairmen with the approval of the Board of Directors as required by the constitution and determine that each committee has an organizational meeting and is functioning properly. For each general and Board of Director meeting, the President should consult with the Vice-President to ensure that all committees are fully prepared to report. The President shall prepare an agenda for each meeting, allotting time for each feature. The President shall call meetings to order on time, limit discussions to pertinent topics and follow accepted rules or parliamentary procedure. The President shall be prompt in answering correspondence and discharging other obligations.

Upon leaving office, the President shall turn over to the new officers all records, funds, and properties, only after a duly accredited audit and inventory has been conducted.

Article VIII - Officers continued

- b. President-Elect - The President-Elect shall succeed the Presidency in the case of an absence or vacancy and, working under the direction of the president, shall perform specific duties. The President-Elect shall be responsible to the President that the committees are properly organized, functioning efficiently, reporting with regularity, and discharging their duties according to the by-laws.
- c. Secretary - The Secretary shall attend all sessions of the Board and membership and record all votes and minutes of all proceedings in a book to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors when such notice is required by law or by these By-laws to be given, and shall perform such other duties as may be prescribed by the Board of Directors or the President.
- d. Treasurer - The Treasurer shall have custody of the corporate funds and shall keep a full and accurate account of the receipts and disbursements in books belonging to the corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and Directors at any meeting of the Board or membership whenever they may require it, an account of all transactions as Treasurer and of the financial conditions of the corporation. All checks or demands for money and notes of the corporation shall be signed by the Treasurer and one (1) other officer or by two (2) officers above.

Upon leaving office the Treasurer shall explain the standardized procedures and duties of this office to the successor.

An audit of the corporate accounts shall be conducted annually by an independent Certified Accounting Firm appointed by the Board of Directors within thirty (30) days preceding the Annual Meeting and upon any charge of the Treasurer.

## ARTICLE IX - COMMITTEES

1. Members of the standing and special committees of the Foundation shall be appointed by the President at the January organizational meeting following the selection of officers and shall consist of the following:
  - a. Budget
  - b. Capital Campaign and Public Relations
  - c. Investment
  - d. Nomination
  - e. Ad Hoc Committees as needed

2. Duties of the Standing Committees are as follows:

- a. Budget Committee - The members of the Executive Board of the Gallatin 4-H Foundation constitute the membership of the Budget Committee.

Purpose - To develop an Annual Budget to support the educational goals of Gallatin County 4-H.

Responsibilities -

... Determine funds needed to reach the educational goals of the Gallatin County 4-H program.

... Develop an Annual Budget to be approved by the Foundation Board of Directors by January 1.

... To carry out other duties as prescribed by the Board of Directors.

- b. Capital Campaign and Public Relations Committee - The members of this committee shall be appointed by the President of the Foundation. The Chairman of the Committee shall be a Board member of the Foundation. Other members may be appointed from the membership at large.

Purpose - To organize and publicize fund raising and awareness campaigns for the Foundation.

Responsibilities -

... To set fund raising goals for the Foundation.

... To plan and implement capital campaigns to meet or surpass the goals of the Foundation.

... Arrange for facilities, materials, manpower, and promotion needed for fund raisers.



Capital Campaign and Public Relations Committee continued

- ... Submit a written report of each fund raiser to the Foundation Board which includes costs, income, manpower involved, and any recommended changes needed for the future.
- ... Maintain a master list of all donors to the Gallatin 4-H Foundation and ensure that all donors receive appropriate and timely recognition.
- ... Plan and implement community awareness campaigns, which may or may not coincide with capital campaigns, in order to make public the purpose of the Foundation and the 4-H program.
- ... Submit a budget request to the Budget Committee no later than November 1 of the current year.
- ... To carry out other duties as prescribed by the Board of Directors.

- c. Investment Committee - The members of this committee shall be appointed by the President of the Foundation. The Chairman of the Committee shall be a Board member of the Foundation. Other members may be appointed from the membership at large.

Purpose - To prudently manage the funds of the Foundation in order to increase capital while protecting all assets.

Responsibilities -

- ... To develop an investment plan and establish investment procedures and guidelines to be approved by the Board of Directors.
- ... To protect the assets of the Foundation at all times.
- ... To report to the Treasurer all transactions and gains.
- ... To remain current with all laws of the State pertaining to Non-profit Foundations.
- ... To carry out other duties as prescribed by the Board of Directors.

- d. Nomination Committee - The members of this committee shall be appointed by the President of the Foundation. The Chairman of the Committee shall be a Board member of the Foundation. Other members may be appointed from the membership at large.

Purpose - To recruit and nominate adult and teen volunteers to leadership positions in the Foundation.

Responsibilities -

- ... Continuously recruit appropriate persons to fill any vacancies or anticipated vacancies on the Gallatin 4-H Foundation Board of Directors, Committees, or any other positions needing attention.
- ... Work with the Secretary to determine the length of terms for each Board member, make the community aware of any openings, and supply candidates for said openings.
- ... Submit a slate of candidates to the Board of Directors thirty (30) days prior to the Annual Meeting so that the candidates may be announced to the voting membership along with the notice of said meeting.
- ... To carry out other duties as prescribed by the Board of Directors.

- e. Ad Hoc Committees - The members of this committee shall be appointed by the President of the Foundation. The Chairman of the Committee shall be a Board member of the Foundation. Other members may be appointed from the membership at large.

Purpose - To carry out any specific or short term task as instructed by the Gallatin 4-H Foundation which will result in the termination of the committee upon completion of the assigned task.

Responsibilities -

- ... To carry out the duties necessary for the completion of the specific task at hand.

Article IX - Committees continued

3. The President shall be an Ex-officio member of all committees.
4. All committees shall consist of a chairman and as many members as shall be considered necessary by the President. A secretary may be appointed for each committee.
5. Each committee through its chairman should report to the Board of Directors and make such other reports as the Board of Directors deem necessary.
6. All problems pertaining to either administrative or activities matters shall be referred to the corresponding committee for a solution or action as authorized by the Board of Directors.
7. The President-Elect shall coordinate, supervise, and assist in the proper functioning of committees which have been specifically assigned.

**ARTICLE X - TEEN ADVISORY BOARD**

1. An Advisory Board of no more than seven (7) 4-H teens (14 and older) shall be appointed by the Foundation Board of Directors for the purpose of reviewing and recommending action on grants and proposals deemed appropriate by the Foundation Board of Directors.
2. Of the seven (7) Teen Advisory Board members, one (1) seat shall be filled by the Senior 4-H Teen Ambassador and one (1) seat filled by the Junior 4-H Teen Ambassador. The five (5) remaining seats shall be filled by 4-H teens from the Gallatin County 4-H membership at large.
3. The Teen Advisory Board shall meet quarterly at a date preceding any regular meeting of the Gallatin 4-H Foundation and will prepare recommendations to the Foundation Board of Directors.
4. The Teen Advisory Board shall have no officers, each member having equal opinion and authority in all matters. Meetings shall be guided by any adult member or members of the Foundation Board of Directors appointed by the President and the 4-H Extension Agent.

## ARTICLE XI - VACANCIES

1. If the office of any Director or any officer or agent, one or more, becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the Directors then in office, although less than a quorum, by a majority vote, or by sole remaining Director, may choose a successor or successors, who shall hold office for the unexpired term of his predecessor in office.
2. Should any Director be absent from three (3) consecutive board meetings, without excuse, such absences shall be considered a resignation, which, if accepted by the Board, shall constitute a vacancy.
3. Any Director of the Foundation may resign at any time by giving written notice to the President or to the Board of Directors. Such resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## ARTICLE XII - SUSPENSION OR EXPULSION

1. Any officer may be removed by a two-thirds vote of the members in good standing present at any meeting called for this purpose. At the special meeting the officer shall be given a full hearing.
2. Charges against any officer or member may be brought by a member in good standing. Such charges shall be filed with the Secretary in writing who will immediately notify the President. The President will immediately call a meeting of the corporation to hear the charges.
3. Any member may be suspended or expelled from the association for any cause deemed sufficient, at such meeting called for this purpose, by a two-thirds vote of the members in good standing present at the special meeting under charges which were brought by a member at this meeting and such charged member shall be awarded a full hearing.

## ARTICLE XIII - CALENDAR YEAR

1. The calendar year shall begin the first day of January and end the last day of December each year.

#### ARTICLE XIV - AMENDMENTS

1. These by-laws may be amended at the Annual Meeting of this organization, or at any special meeting thereof by a majority vote of the eligible members present; provided that two (2) week written notice of intent to amend shall be given to each active member in good standing.
2. Any proposed amendment to these by-laws may be introduced by any member of the Foundation at any regular meeting or special meeting called for this purpose.

#### ARTICLE XV - DISSOLUTION OF FOUNDATION

1. Upon dissolution of the Foundation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Foundation, dispose of all of the assets of the Foundation to the Gallatin 4-H Unlimited Leaders Council for the purposes benefiting the Gallatin County 4-H program.

The foregoing by-laws were adopted at a meeting on the 24<sup>th</sup> day of April, 1997.

President

Secretary